

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 07/06/19-1948

ELECTIONS, UNIT: G-32 (AE-215 & AE-216)

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on March 20, 2008, and recorded with Instrument # 080001198 at the Office of the Clerk of Circuit Court, Buchanan County, Virginia on March 27, 2008, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Appalachian Energy Inc., (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated May 1, 2008, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated February 21, 2011, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 8 day of Sept, 2011, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 8th day of September, 2011, by Order of the Board.

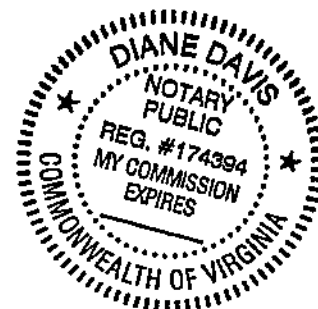
Rick Cooper
Rick Cooper
(Acting) Principal Executive to the Staff, Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 8th day of September, 2011, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being duly sworn did depose and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.

Diane Davis
Diane Davis, Notary Public
174394

My commission expires: September 30, 2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Appalachian Energy, Inc., for Forced Pooling of Interests in Unit Number G-32 (AE-215 & AE-216) VGOB Docket No. VGOB-07/06/19-1948 in the Garden Magisterial District of Buchanan County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on March 20, 2008, by the Virginia Gas and Oil Board regarding the captioned Conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on March 27, 2008.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE



4

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

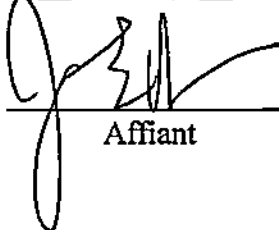
NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

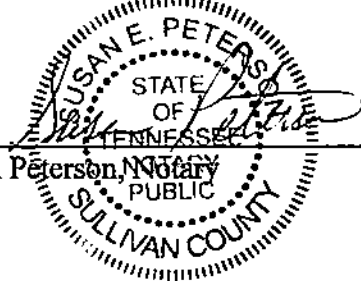
Dated at Kingsport, Tennessee, this 21st day of February, 2011.



Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Appalachian Energy Inc., a corporation, on behalf of the corporation, this 21st day of February, 2011.



Susan Peterson, Notary Public

My commission expires: October 24, 2012 .

4e

EXHIBIT "B"
Unit G-32
AE-215 & AE-216

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
		<u>GAS ESTATE ONLY</u>		
1	Scott Cole PO Box 148 Tazewell, VA 24651	Leased	97.74%	78.33
2	C.L. Ritter Lumber Company PO Box 700 Huntington, WV 25701	Leased	2.03%	1.63
3	Lynn A. Lawson 319 Tazewell Avenue Richlands, Va 24641	*Leased	0.0096%	0.0075
	J.R. Mullins, Jr. 4390 Clearwater Way, Apt 3001 Lexington, KY 40515	* Leased	0.0096%	0.0075
	Susan G. Maynard 326 Whitehead Street Key West, FL 33040	*Leased	0.0096%	0.0075
	Mary Ann Mullins 168 Sandy Lane Richlands, Va 24641	*Leased	0.0096%	0.0075
	CNX Gas Company LLC P.O. Box 947 Bluefield, VA 24605 *(Oil & Gas Lessee)			
	Johnnye Carter Hunter 5 Saint Augustine Square Greensboro, NC 27408	Leased	0.0096%	0.0075
	Waban Page Carter 1303 McDowell Drive Greensboro, NC 27408	Leased	Remainder	
	Johnnye Juan Carter Letterman 3104 Watauga Drive Greensboro, NC 27410	Leased	Remainder	
	Toni Baetz McGowan 5 Saint Augustine Square Greensboro, NC 27408	Leased	Remainder	
	Gillespie Co. PO Box 675 Tazewell, Va 24651	Leased	0.0096%	0.0075
	Sue Carter Sloan 1891 E. Leisure Lane Bullhead City, AZ 86426	Leased	0.0192%	0.0150
	Eleanor Lynett Lemaire 1891 E. Leisure Lane Bullhead City, AZ 86426	Leased	Remainder	

Oscar W. Thompson, Jr. PO Box 72 Pikeville, KY 41501	Leased	0.0064%	0.0050
Betty T. Scott PO Box 3426 Pikeville, KY 41501	Leased	0.0064%	0.0050
Ballard W. Cassady (Partnership) Pikeville Medical Bldg. PO Box 3369 Pikeville, KY 41501	Leased	0.0064%	0.0050
William C. Vanhooose Trust 176 East Cedar Drive Pikeville, KY 41501	Leased	0.0021%	0.0017
Charles R. Vanhooose Trust 149 Thompson Road Pikeville, KY 41501	Leased	0.0021%	0.0017
Suzy J. Delong Trust 276 Yorkwood Forest Drive Pikeville, KY 41501	Leased	0.0021%	0.0017
James Patton Ramsey, Jr. PO Box 2768 Pikeville, KY 41502	Leased	0.0021%	0.0017
Michael Claibe Ramsey PO Box 5660 Eugene, OR 97405	Leased	0.0021%	0.0017
Joe B. Ramsey, Sr. 4503 N. Mayo Trail Pikeville, KY 41501	Leased	0.0043%	0.0033
G. Frank Ramsey 85 Weddington Branch Road Pikeville, KY 41501	Leased	0.0014%	0.0011
William N. Ramsey, Jr. 346 Ramsey Drive Pikeville, KY 41501	Leased	0.0014%	0.0011
Susan Joyce Ramsey 85 Weddington Branch Road Pikeville, KY 41501	Leased	0.0014%	0.0011
Claire McKenry C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.0064%	0.0050
Eloise G. McKenry C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.0032%	0.0025

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Eldridge Brown Co.
c/o Gertrude Brown
209 Altizer Street
Richlands, Va 24641

Leased

0.0438%

0.0343

Total Percentage Leased AEI
Total Percentage Unleased

100.00%
100.00%
0.00%

80.14

Total Acreage Leased AEI
Total Acreage Unleased

80.14
0.00

//

EXHIBIT "B"
Unit G-32
AE-215 & AE-216

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c/o Gertrude Brown
209 Altizer Street
Richlands, Va 24641

*Leased

0.0438%

0.0343

CNX Gas Company LLC
P.O. Box 947
Bluefield, VA 24605
*(Oil & Gas Lessee)

Totals

100.00%

Total Percentage Leased AEI

99.95%

Total Percentage Unleased

0.05%

Totals

80.14

Total Acreage Leased AEI

80.10

Total Acreage Unleased

0.04

Exhibit B-3
Unit G-32
(AE-215 & AE-216)

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Coal Estate Only</u>				
3	Sue Carter Sloan 1891 E. Leisure Lane Bullhead City, AZ 86426	Unleased	0.0192%	0.0150
	Eleanor Lynett Lemaire 1891 E. Leisure Lane Bullhead City, AZ 86426	Unleased	Remainder	
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Exhibit B-3
Unit G-32
(AE-215 & AE-216)

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Coal Estate Only

	G. Frank Ramsey 85 Weddington Branch Road Pikeville, KY 41501	Unleased	0.0014%	0.0011
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Total Percentage Unleased	
Total Acreage Unleased	

0.05%

0.04

Exhibit E
Unit G-32
(AE-215 & AE-216)

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
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GAS ESTATE ONLY

3	Brenda Owens Brown Address Unknown	*Leased	0.0003%	0.0002
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COAL ESTATE ONLY

3	Brenda Owens Brown Address Unknown	*Leased	0.0003%	0.0002
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INSTRUMENT #110002423
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
SEPTEMBER 30, 2011 AT 04:00PM

BEVERLY S. TILLER, CLERK
RECORDED BY: SLB